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October 16, 1996

Recordation Nos. 11873-RR

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 16 12 01 PM '96

Dear Mr. Williams:

On behalf of Carland, Inc. I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder counterparts of a document, not previously recorded, entitled Partial Termination of Lease ("Termination"), made as of October 2, 1996, to be filed under Recordation Nos. 11873-RR, the said Termination being a release and termination only of specifically designated locomotives from Lease No. 1000 as amended and supplemented.

The party executing the Termination is:

Carland, Inc.
Suite 990
1055 Broadway
Kansas City, Missouri 64105

LESSOR/TERMINATING PARTY

The said Termination is a termination by the party thereto only as to those specifically designed locomotives listed in Schedule A of the Termination from Lease No. 1000 as amended and supplemented under Recordation No. 11873, and certain subparts thereof. The Termination should be recorded under the next available letter under Recordation No. 11873, which we believe is "RR".

The locomotives covered by the enclosed Termination are identified in Schedule A as attached to the Termination, namely KCS 760 and KCS 764.

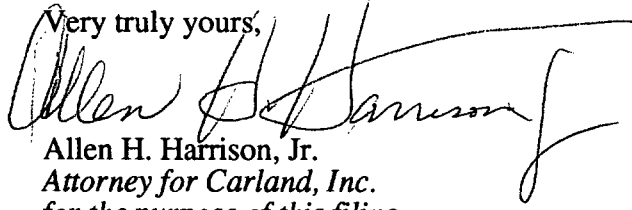
A short summary for the Termination to appear in the STB Index is as follows:

"Termination/release ONLY of locomotives KCS 760 and KCS 764 from Lease No. 1000 under Recordation No. 11873, as amended and supplemented."

Enclosed is a check in the amount of twenty-two dollars (\$22.00) in payment of the filing fee.

Counterpart - A. H. Harrison

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the STB letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for Carland, Inc.
for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8350-020

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PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT
 ("Termination") is made as of October 2, 1996 by CARLAND, INC., a Delaware
 corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease Agreement made as of May 1, 1980 (the "Lease"), with THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation, with respect to locomotives, including KCS 760 and KCS 764 described in Schedule A attached hereto (the "Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") (formerly known as the Interstate Commerce Commission ("ICC")) under ICC recordation Number 11873 filed on May 28, 1981.

The Lease was terminated as to the Units on January 22, 1992. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease as to the Units is hereby formally terminated.

IN WITNESS THEREOF, Lessor, pursuant to due corporate authority, has caused these presents to be signed in its corporate name on the date indicated below its signature.

CARLAND, INC.

By: Larry D. Nicotra

Print Name: Larry D. Nicotra


Title: President

STATE OF MISSOURI
COUNTY OF JACKSON

)
) ss.
)

On October 2, 1996, before me, Julie A. Robinson personally appeared Larry D. Nicotra, President of Carland, Inc., personally known to me.

Witness my hand and official seal.


SIGNATURE OF NOTARY

[Notarial Seal]

JULIE A. ROBINSON
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires May 18, 1998

Schedule A

Description of Equipment.

Two GP 40 EMD Locomotives bearing unit numbers KCS 760 and KCS 764.